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FEB 21 1985

February 21, 1985

INTERSTATE COMMERCE COMMISSION

FEB 21 1985

INTERSTATE COMMERCE COMMISSION

5-062A077

FEB 21 1985

26.00

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Secretary:

As special counsel to Cargill, Incorporated, we have enclosed four original sets of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

These documents are, within the classification scheme promulgated as 49 C.F.R. § 1177.1, as follows:

- (1) a Lease Supplement No. 2, dated as of February 21, 1985, to a Lease of Railroad Equipment dated as of December 28, 1984, which Lease was filed and recorded with the ICC on December 28, 1984, and assigned recordation number 14518; Lease Supplement No. 1 was filed and recorded on the same date and assigned recordation number 14518-A. Lease Supplement No. 2 is a secondary document.
- (2) a Supplement No. 2, dated as of February 21, 1985, to a Trust and Security Agreement dated as of December 28, 1984, which Agreement was filed and recorded with the ICC on December 28, 1984, and assigned recordation number 144518-B; Supplement No. 1 was filed and recorded on the same date and assigned recordation number 14518-C. Supplement No. 2 is a secondary document.

A description of the additional equipment covered by such documents follows:

Eighty-five (85) rail tank cars (all of which were manufactured by Union Tank Car Company), 17,500 gallon capacity each, of AAR Mechanical Description "T-104" and DOT Specification "111A100W3", bearing the following numbers to identify Cargill, Incorporated as the lessee thereof:

Harold Rodger

C. Pennington

MORGAN, LEWIS & BOCKIUS

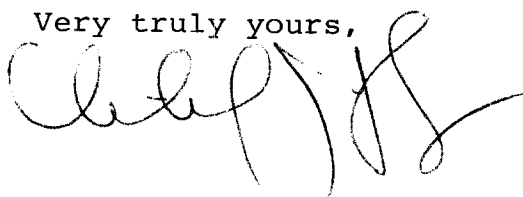
CRGX 4158
CRGX 4185
CRGX 4190
CRGX 4195
CRGX 4202
CRGX 4204
CRGX 4211
CRGX 4213
CRGX 4215
CRGX 4218
CRGX 4222
CRGX 4223
CRGX 4240 - 4244 (inclusive)
CRGX 4246 - 4249 (inclusive)
CRGX 4251
CRGX 4253
CRGX 4256
CRGX 4259
CRGX 4262 - 4271 (inclusive)
CRGX 4280
CRGX 4284
CRGX 4286
CRGX 4288 - 4295 (inclusive)
CRGX 4297 - 4306 (inclusive)
CRGX 4308 - 4315 (inclusive)
CRGX 4317 - 4319 (inclusive)
CRGX 4321 - 4325 (inclusive)
CRGX 4327 - 4339 (inclusive)

A fee of \$20.00 is enclosed. Please return the extra copies of each document not needed for recordation to the person presenting this letter and its enclosures for filing.

A short summary of each document to appear in the index follows:

- (1) Lease Supplement No. 2, dated as of February 21, 1985, to a Lease of Railroad Equipment between WILMINGTON TRUST COMPANY, as Owner Trustee, lessor, and CARGILL, INCORPORATED, lessee, dated as of December 28, 1984 and leasing 85 additional rail tank cars to the lessee under the Lease.
- (2) Supplement No. 2, dated as of February 21, 1985, to a Trust and Security Agreement between WILMINGTON TRUST COMPANY, as Owner Trustee, owner trustee, and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, trustee, dated as of December 28, 1984 and subjecting 85 additional rail tank cars to the Trust and Security Agreement.

Very truly yours,



Interstate Commerce Commission
Washington, D.C. 20423

2/21/85

OFFICE OF THE SECRETARY

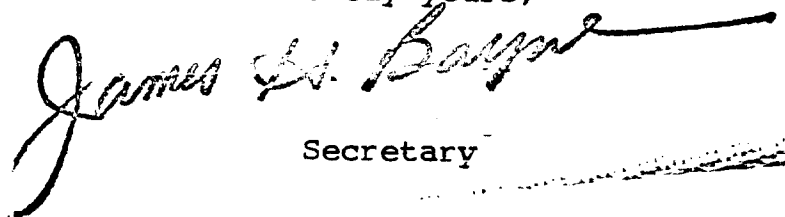
Michael J. Tarpley
Morgan, Lewis & Bockius)
101 Park Avenue
New York, N.Y. 10178

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/21/85 at 10:50am and assigned re-recording number(s).

14518-D & 14518-E

Sincerely yours,


Secretary

Enclosure(s)

REGISTRATION # 14518-AD Filed 1425

FEB 21 1985 10 12 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 2

Delivery Date: February 21, 1985

THIS LEASE SUPPLEMENT is executed and delivered to Wilmington Trust Company, a Delaware banking corporation, solely as trustee under that certain Trust Agreement, dated as of December 28, 1984 (the "Trust Agreement"), between MaeFirst Leasing Corporation, as Owner Participant and said trustee (in its capacity as such trustee, being herein called "Lessor"), by CARGILL, INCORPORATED ("Lessee"), pursuant to and in accordance with the Lease of Railroad Equipment dated as of December 28, 1984, between Lessor and Lessee (the "Lease", the defined terms therein being used herein with their defined meanings).

1. The Rail Cars covered by this Supplement consist of the items described in Schedule 1 attached hereto.

2. Lessee confirms that the Rail Cars covered hereby have been delivered to it in good working order and condition, and have been inspected and accepted by Lessee as of the Delivery Date set forth above.

3. The Purchase Price of each of the Rail Cars covered hereby is set forth in the Schedule attached hereto and the aggregate Purchase Price for such Rail Cars is \$3,539,770.

4. Lessee hereby: (a) confirms that the Rail Cars covered hereby are of the size, design, capacity and manufacture selected by it and meet the provisions of the applicable purchase agreement with the Manufacturer with respect thereto, (b) confirms that the Rail Cars have been marked in accordance with all of the provisions of § 6.1 of the Lease, (c) confirms that the Rail Cars appear to conform to the modifications, requirements and standards applicable thereto as provided in the Lease and (d) irrevocably accepts said Rail Cars "as-is, where-is" for all purposes of the Lease as of the Delivery Date as set forth above.

5. By the execution and delivery of this Supplement by Lessee, and the acceptance thereof by Lessor, Lessee and Lessor reaffirm all of the terms, provisions and conditions of the Lease.

6. This Lease Supplement may be executed in several counterparts, such counterparts together constituting but one and the same instrument. To the extent, if any, that this Lease Supplement constitutes chattel paper (as such term is defined in

the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart of this Lease Supplement other than the original counterpart which shall be identified as the counterpart containing the receipt therefor executed by the Trustee on or immediately following the signature page hereof.

IN WITNESS WHEREOF, Lessee has caused this Supplement to be duly executed by its duly authorized officer as of the Delivery Date as set forth above.

[SEAL]

CARGILL, INCORPORATED

D. A. Furschman
Attest:

By

Title:

E. J. Quirk

Accepted as of the Delivery Date
set forth above:

WILMINGTON TRUST COMPANY,
not in its individual
capacity but solely as
Owner Trustee

BY

Bruce C. Townsend

[SEAL]

Bruce C. Townsend
Attest: Financial Services Officer

STATE OF MINNESOTA)
 : ss.:
COUNTY OF HENNEPIN)

On the 14th day of February, 1985, before me personally came Ernest S. Micek, known to me to be the President-Corn Milling of CARGILL, INCORPORATED, one of the corporations that executed the foregoing instrument, who, being duly sworn, acknowledged that he resides at Edina, MN; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by the order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Barbara S. Voss
Notary Public
BARBARA S. VOSS
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Comm. Expires Sept. 24, 1986

My commission expires: Sept. 24, 1986

STATE OF Delaware)
 : ss.:
COUNTY New Castle)

On the 20th day of February, 1985, before me personally came Bruce C. Townsend, known to me to be the ~~Financial Services Off~~ of WILMINGTON TRUST COMPANY, one of the corporations that executed the foregoing instrument, who, being duly sworn, acknowledged that he resides at Wilmington, Delaware; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by the order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Maria Elizabeth Farace
Notary Public

My commission expires: September 10, 1986

SCHEDULE 1

<u>Descriptions and Quantity</u>	<u>Lessee's Identifi- cation Nos.</u>	<u>Purchase Price</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
85 Rail Tank	CRGX 4158	\$41,758.00	T-104	111A100W3	BD-36-100-18
Cars, 17,500	CRGX 4185	\$41,758.00	(for all	(for all	(for all
gallon capa-	CRGX 4190	\$41,758.00	listed Rail	listed Rail	listed Rail
city each,	CRGX 4204	\$41,758.00	Tank Cars)	Tank Cars)	Tank Cars)
lined to	CRGX 4211	\$41,758.00			
carry corn	CRGX 4213	\$41,758.00			
syrup, manu-	CRGX 4215	\$41,758.00			
factured by	CRGX 4223	\$41,758.00			
Union Tank	CRGX 4242	\$41,758.00			
Car Company	CRGX 4247	\$41,758.00			
	CRGX 4249	\$41,758.00			
	CRGX 4266	\$41,758.00			
	CRGX 4284	\$41,758.00			
	CRGX 4288	\$41,758.00			
	CRGX 4289	\$41,758.00			
	CRGX 4195	\$41,620.00			
	CRGX 4202	\$41,620.00			
	CRGX 4218	\$41,620.00			
	CRGX 4222	\$41,620.00			
	CRGX 4240	\$41,620.00			
	CRGX 4241	\$41,620.00			
	CRGX 4243	\$41,620.00			
	CRGX 4244	\$41,620.00			
	CRGX 4246	\$41,620.00			
	CRGX 4248	\$41,620.00			
	CRGX 4251	\$41,620.00			
	CRGX 4253	\$41,620.00			
	CRGX 4256	\$41,620.00			
	CRGX 4259	\$41,620.00			
	CRGX 4262	\$41,620.00			
	CRGX 4263	\$41,620.00			
	CRGX 4264	\$41,620.00			
	CRGX 4265	\$41,620.00			
	CRGX 4267	\$41,620.00			
	CRGX 4268	\$41,620.00			
	CRGX 4269	\$41,620.00			
	CRGX 4270	\$41,620.00			
	CRGX 4271	\$41,620.00			
	CRGX 4280	\$41,620.00			
	CRGX 4286	\$41,620.00			
	CRGX 4290	\$41,620.00			
	CRGX 4291	\$41,620.00			

<u>Descriptions and Quantity</u>	<u>Debtor's Identifi- cation Nos.</u>	<u>Purchase Price</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
	CRGX 4292	\$41,620.00			
	CRGX 4293	\$41,620.00			
	CRGX 4294	\$41,620.00			
	CRGX 4295	\$41,620.00			
	CRGX 4297	\$41,620.00			
	CRGX 4298	\$41,620.00			
	CRGX 4299	\$41,620.00			
	CRGX 4300	\$41,620.00			
	CRGX 4301	\$41,620.00			
	CRGX 4302	\$41,620.00			
	CRGX 4303	\$41,620.00			
	CRGX 4304	\$41,620.00			
	CRGX 4305	\$41,620.00			
	CRGX 4306	\$41,620.00			
	CRGX 4308	\$41,620.00			
	CRGX 4309	\$41,620.00			
	CRGX 4310	\$41,620.00			
	CRGX 4311	\$41,620.00			
	CRGX 4312	\$41,620.00			
	CRGX 4313	\$41,620.00			
	CRGX 4314	\$41,620.00			
	CRGX 4315	\$41,620.00			
	CRGX 4317	\$41,620.00			
	CRGX 4318	\$41,620.00			
	CRGX 4319	\$41,620.00			
	CRGX 4321	\$41,620.00			
	CRGX 4322	\$41,620.00			
	CRGX 4323	\$41,620.00			
	CRGX 4324	\$41,620.00			
	CRGX 4325	\$41,620.00			
	CRGX 4327	\$41,620.00			
	CRGX 4328	\$41,620.00			
	CRGX 4329	\$41,620.00			
	CRGX 4330	\$41,620.00			
	CRGX 4331	\$41,620.00			
	CRGX 4332	\$41,620.00			
	CRGX 4333	\$41,620.00			
	CRGX 4334	\$41,620.00			
	CRGX 4335	\$41,620.00			
	CRGX 4336	\$41,620.00			
	CRGX 4337	\$41,620.00			
	CRGX 4338	\$41,620.00			
	CRGX 4339	\$41,620.00			